

REDACTED – FOR PUBLIC INSPECTION

June 27, 2014

VIA HAND DELIVERY AND ELECTRONIC FILING

Marlene H. Dortch
Federal Communications Commission
Office of the Secretary
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc.
for Consent to Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57
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Dear Ms. Dortch:

Pursuant to the Joint Protective Order in this proceeding,¹ Comcast Corporation and Time Warner Cable Inc. (collectively, the “Applicants”) hereby submit the public, redacted copy of: 1) Highly Confidential and Confidential data files supporting the declarations submitted by Dr. Israel and Drs. Rosston and Topper and the broadband share data provided in the Applicants’ supplemental letters to the Commission filed on June 24, 2014 and today under separate cover; and 2) Highly Confidential and Confidential documents relied upon and cited by Dr. Israel and Drs. Rosston and Topper in their respective declarations in this proceeding. A complete list of the data files and documents enclosed herein is attached as Appendix A to this letter. The public, redacted copy of the enclosures is attached as Appendix B. The [] symbols denote where Confidential Information has been redacted.

¹ *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc. for Consent to Assign or Transfer Control of Licenses and Authorizations*, MB Docket No. 14-57, Joint Protective Order, 29 FCC Rcd. 3688 (Apr. 4, 2014) (“Joint Protective Order”).

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Ms. Marlene Dortch

June 27, 2014

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The Highly Confidential and Confidential version of this filing and enclosures are being submitted under separate cover and will be made available for inspection pursuant to the terms of the Joint Protective Order.

Please contact the undersigned should you have any questions regarding this matter.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Francis M. Buono", is written over a horizontal line.

Francis M. Buono

Counsel for Comcast Corporation

Enclosures

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Appendix A

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INDEX

Declaration of Dr. Mark A. Israel

Data

- Tables 1, 2, 3 and Footnote 225²
- Percent of Pop with Access to Mobile Broadband, Dec 2010 - June 2013

Comcast Documents Cited

- TWC Off-Net Data 2014-03-19
- || ||
- 9-9-11 Future of Video Discussion
- B2 Cavalry Update wopex_020612
- Off-Net Services Capabilities
- CBH SOLD SITES REPORT 12-12-2013
- Enterprise 14-March-6 (V10)
- Unlocking the multi location market
- Comcast Residential Market Share Executive Summary Data - Q3 2013
- XFINITY WiFi - Monthly Management Metrics - January 2014 vFinal
- F-RESICOM-Net 032514 - Comcast Converged Network Overview March 25 2014
- Triple Play OB 4_1_2014_for Finance
- U-Verse Competitive Situation 3 4 14

TWC Documents Cited

- Technology Update - VDSL
- || ||
- || ||

Declaration of Drs. Gregory L. Rosston and Michael D. Topper

Data

- Broadcast advertising competition - Selected DMAs
- Broadcast advertising competition Spanish Language Programming – Selected DMAs
- Comcast Share and Regional Programming Assets
- NBC Ad Revenue Per Sub
- Overbuilder Overlap
- RSN Revenue Share

² This file also provides the backup data for “Comcast and TWC HSD Shares Pre Post Merger, Dec 2012.”

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- National Advertising Shares
- SNLKagan_Q313_mapping_by_zip_download
- SNLKagan_TelevisionNetworkRankingbyMetric_v1
- Los Angeles, CA TV Market- Media Ad View Scan 2013 Update
- New York, NY TV Market- Media Ad View Scan 2013 Update

Comcast Documents Cited

- XFINITY WiFi - Monthly Management Metrics - February 2014 vFINAL
- F-RESICOM-Net 032514 - Comcast Converged Network Overview March 25 2014

Supplemental Declaration of Drs. Gregory L. Rosston and Michael D. Topper

Data

- Transaction Tables_Kagan numbers_production

June 24, 2014 Letter

Data

- Divestitures – Change in HSD shares – LINKED

June 27, 2014 Letter

Data

- Comcast and TWC HSD Shares Pre Post Merger, Dec 2012
- Divestitures – Change in HSD Shares – LINKED (2014-06-27)

Appendix B

Broadband Roadmap

- Telco competitors are digging fiber deeper in order to compete with increased QAMs and DOCSIS 3.1

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Competitive Broadband			Comcast Options	
Competitor	Technology	Bandwidth Availability	Technology	Service Availability
AT&T , CTL	ADSL2+, VDSL2	25 Mbps / Now	Cable 1 DOCSIS 3.0 4QAMs	50 to 75 Mbps Now
AT&T	VDSL2 & Bonding (2 Pair)	50 Mbps / Now	Cable 2 DOCSIS 3.0 8QAMs	100 to 150 Mbps Now
AT&T	VDSL2 & Vectoring & Bonding (2 Pair)	[[[REDACTED]]]	[[[REDACTED]]]	[[[REDACTED]]]
AT&T , CTL	4 & 8 pair Bonding Business only	[[[REDACTED]]]	[[[REDACTED]]]	[[[REDACTED]]]
AT&T , CTL	G.FAST	[[[REDACTED]]]	[[[REDACTED]]]	[[[REDACTED]]]
Verizon, Google , Over builders	Fiber – Residential 1.25/2.5 Gig GPON + Hub in Node	300 to 1 Gig Now	[[[REDACTED]]]	[[[REDACTED]]]

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AT&T U-Verse Speed Increases and Pricing Web Site Leak

- Users in DSLReports' U-Verse forum discovered glitch that reveals new speed tiers and prices
- Speeds aligned with AT&T SVP of Tech investor presentation and our competitive roadmap projections
- Precise timing unknown, but article surmises AT&T will release 75Mb and 100Mb within next 6 to 12 mos.
- Speeds greater than 100Mbps likely reserved for special deals (e.g. bulk MDU in Austin to counter Zenith)

Downstream speeds up to Price		Availability
300 Mbps (Hsia300)	\$199.00	Special Deals
150 Mbps (Hsia150)	\$155.00	Special Deals
100 Mbps (Hsia100)	\$111.00	6-12 mos.
75 Mbps (Hsia75)	\$91.00	6-12 mos.
45 Mbps (Power)	\$76.00	Today

Source: <http://www.dslreports.com/shownews/ATT-Website-Glitch-Reveals-New-UVerse-Tiers-Pricing-126291>

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AT&T Announcement in November 2012

- **\$6 Billion on Wired IP Broadband to expand & enhance to 75% of customers in 22 states by 2015**
 - Expand U-verse (TV, Internet , VoIP) to **8.5 million** additional customers for a total potential U-verse market of **33 million customers**. **(New ALU U-verse VDSL2 – need more Fiber deep)**
 - Upgrade Some U-Verse VDSL2 remote DSLAMs with vectoring and Bonding to achieve **75 to 100 Mbps**
 - Deploy more IPDSLAMs from Central offices and remotes – using ADSL2+, VDSL2 **(Internet & VoIP)**
 - Upgrade some U-verse IPDSLAMs (ADSL2 based) with VDSL2 , Bonding to offer 45 Mbps (**24 Million customers**)
 - *"With our plant technology advancements, 90 percent of our U-verse customer locations will have the capability to receive what we project to be 75 Mbps -- and 75 percent will have the capability to receive up to 100 Mbps," AT&T CEO John Donovan said back in January [2013]. "Almost 80 percent of the IP DSLAM customer locations will have the capability to receive 45 Mbps, with about half of those having the capability to receive up to 75 Mbps."*

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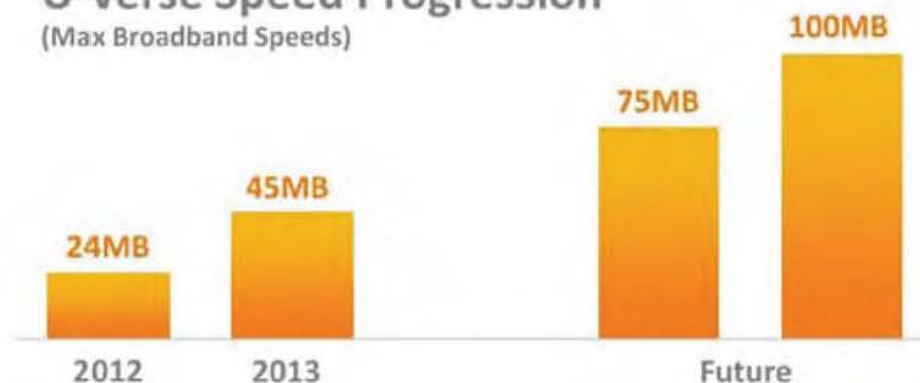
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Slide from AT&T SVP of Tech. Investor Presentation – Sept 11, 2013

Project VIP Update: U-verse Increasing Speeds and Customer Build On Track

U-verse Speed Progression

(Max Broadband Speeds)



U-verse Build – Customer Locations

(in millions)



Wireline projects underway

- U-verse broadband speed upgrades up to 45MB announced in select markets in 17 states through August
- More than 500,000 U-verse video and 1.3 million U-verse broadband customer locations added (as of July)
- Fiber to multi-tenant buildings expected to reach ~250,000 new business customer locations by end of 2013
- Success in accelerating customer adds

U-verse named Frost & Sullivan's "2013 Video Company of the Year," reflecting excellence in customer value, innovation and growth



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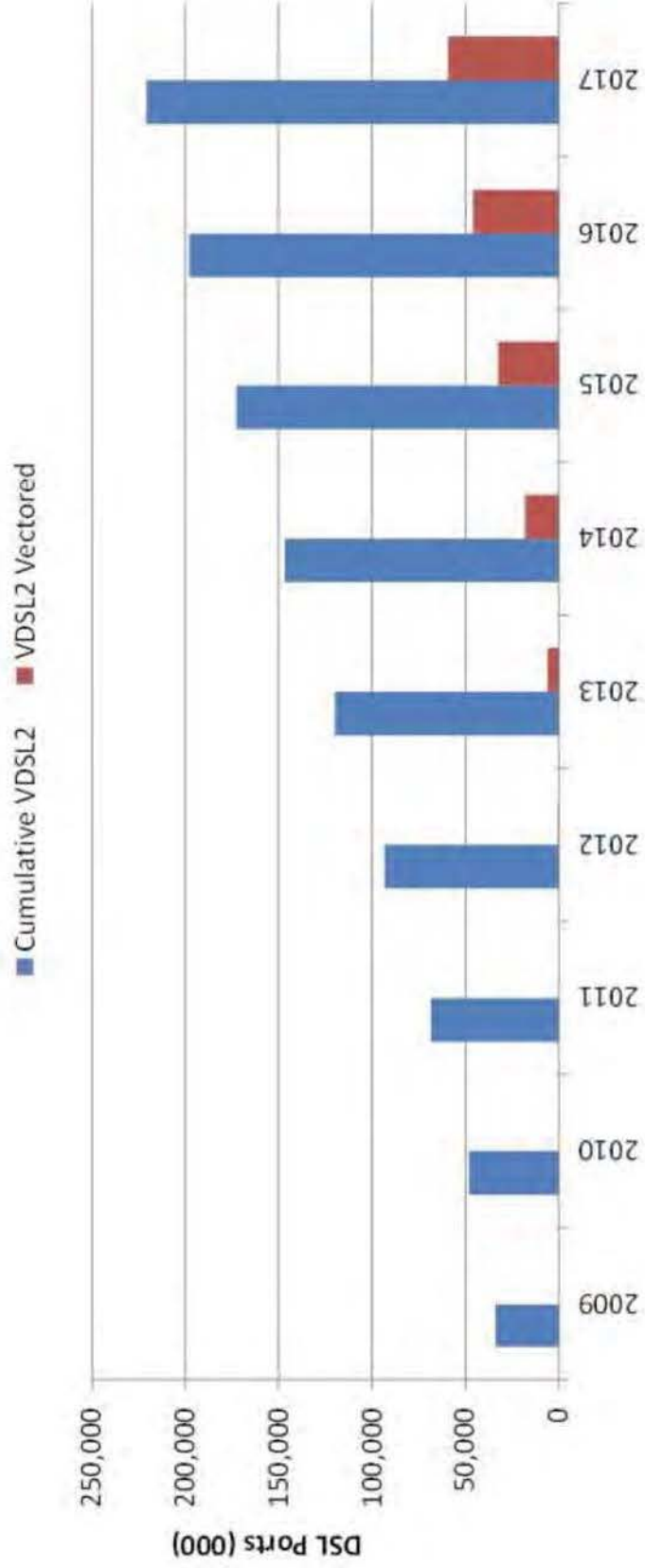
Technology Update - VDSL

November 2013

Advanced DSL Technologies have become a reality



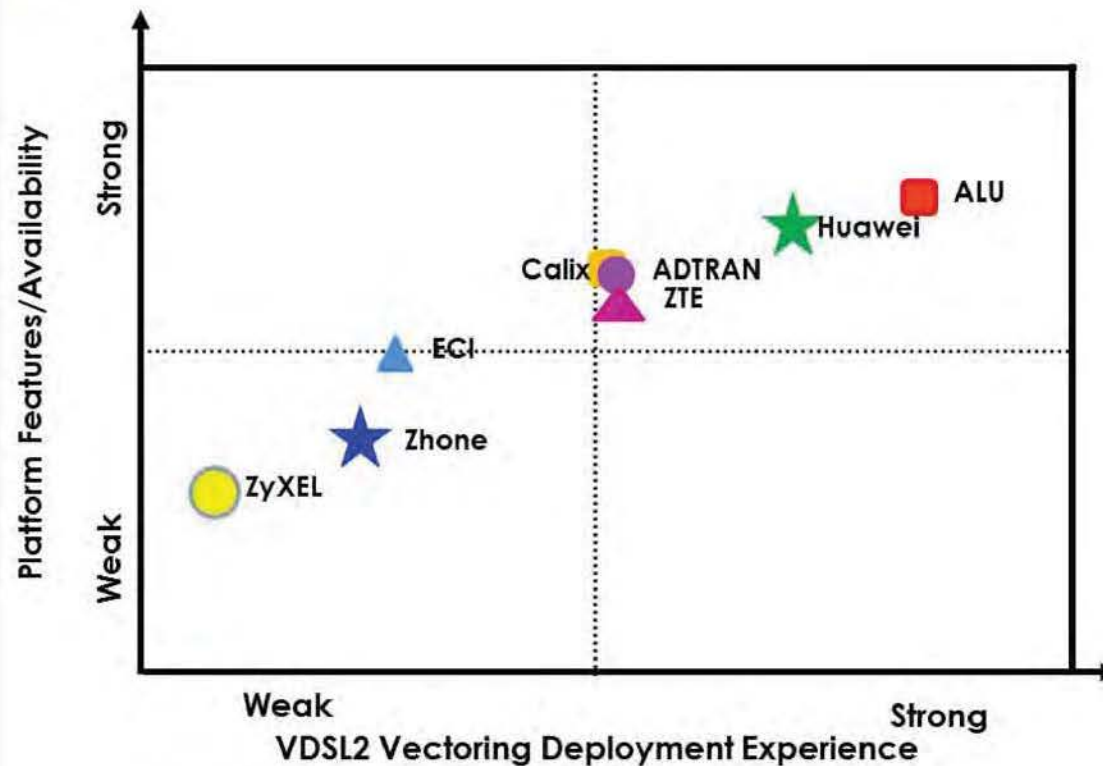
- There are two key pieces of technology are being adopted from the VDSL/VDSL2 playbook
 1. Pair bonding – bonding two copper pairs to increase the available capacity to subscriber's home
 - Requires two copper pairs to be in place, or will need to be installed
 - CPE must support bonding
 - Requires two ports to support each “bonded” subscriber
 2. Vectoring – leveraging noise canceling technology on DSL lines to reduce/eliminate noise and interference which increases the signal to noise ratio and available capacity
 - Requires significant changes at the node: new line cards/ports that support vectoring and additional vectoring equipment
 - For full benefits, CPE must support vectoring (however, if CPE does not support vectoring, subscriber will still experience some benefit)



Source: Broadbandtrends



Nearly all DSLAM vendors currently support or plan to support VDSL2 Vectoring in their product portfolios



Source: Broadbandtrends

- Alcatel Lucent is the market leader and reached a milestone in April 2013 of shipping over one million VDSL2 vectoring lines

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The Right Internet Package for You

AT&T U-verse High Speed Internet provides the speed, reliability, and connectivity you deserve.

[Downstream Speed Comparison Chart](#)

[Shop Internet](#)

Pro	Elite	Max	Max Plus	Max Turbo	Power
					
DOWNSTREAM SPEEDS UP TO 3 Mbps	DOWNSTREAM SPEEDS UP TO 6 Mbps	DOWNSTREAM SPEEDS UP TO 12 Mbps	DOWNSTREAM SPEEDS UP TO 18 Mbps	DOWNSTREAM SPEEDS UP TO 24 Mbps	DOWNSTREAM SPEEDS UP TO 45 Mbps
\$29.95 <small>per Month</small>	\$34.95 <small>per Month</small>	\$39.95 <small>per Month</small>	\$44.95 <small>per Month</small>	\$54.95 <small>per Month</small>	\$64.95 <small>per Month</small>
<small>Price for 12 mos. with 1-yr term</small>	<small>Price for 12 mos. with 1-yr term</small>	<small>Price for 12 mos. with 1-yr term</small>	<small>Price for 12 mos. with 1-yr term</small>	<small>Price for 12 mos. with 1-yr term</small>	<small>Price for 12 mos. with 1-yr term</small>

www.att.com/shop/internet.html#bid=1px&AXCva

High Speed Internet Plans & Packages

New Lower Prices. Get our best deals of the year!

Ultimate

Up to 50Mbps
[Details](#)

LIMITED TIME OFFER - Save \$10/Mo. plus switch and get a Samsung Galaxy Tab® 3. For the ultimate connected home where multiple users and devices go online at the same time.

\$64.99
per Month for 12 Months
PRICE DROP \$74.99/Mo.

Extreme

Up to 30Mbps
[Details](#)

LIMITED TIME OFFER - Save \$10/Mo. For homes with multiple users who upload huge files, stream videos, play games and work from home.

\$54.99
per Month for 12 Months
PRICE DROP \$64.99/Mo.

Turbo

Up to 20Mbps
[Details](#)

LIMITED TIME OFFER - Save \$10/Mo. For customers who download large files, play online games and stream video without buffering.

\$44.99
per Month for 12 Months
PRICE DROP \$54.99/Mo.

Standard

Up to 15Mbps
[Details](#)

LIMITED TIME OFFER - Save \$10/Mo. Ideal for everyday use - online shopping, watching videos and more.

\$34.99
per Month for 12 Months
PRICE DROP \$44.99/Mo.

Basic

Up to 3Mbps
[Details](#)

For everyday basic Internet use. Surf the web, connect with friends and family through Facebook, send email and download medium-sized files.

\$29.99
per Month for 12 Months

Lite

Up to 2Mbps
[Details](#)

LIMITED TIME OFFER: Save \$5/Mo. Great for the occasional Internet user. A good choice for checking email and doing a light amount of web surfing - at a budget-friendly price.

\$14.99
per Month for 12 Months
PRICE DROP \$19.99/Mo.

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- <http://www.att.com/gen/press-room?pid=24734&cdvn=news&newsarticleid=36934>
- <http://www.att.com/gen/press-room?pid=23506&cdvn=news&newsarticleid=35661&mapcode=>
- <http://broadbandtrends.com/blog1/2012/11/07/att-details-its-14-billion-project-velocity-ip-vip/>

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**Remaining Enclosures Redacted in Their Entirety
as Highly Confidential or Confidential Information**